



The David J. Joseph Company

RECORDATION NO. 18129-B

0700358002

SEP 7 - 1994 - 12 05 PM

September 2, 1994

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Amendment dated as of August 1, 1994, between the following parties:

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee: Arkansas and Missouri Railroad Company
107 North Commercial
Springdale, AR 72764

The lease to which this is connected is recorded under Recordation No. 18129

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a secondary document. The amount of \$18.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Assistant

Enclosures

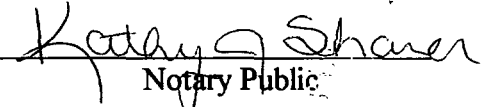
Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4397

Mail Address:
P.O. Box 1078
Cincinnati, OH 45201-1078

CERTIFICATE

The undersigned, Kathy Shaner, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public

KATHY J. SHANER
Notary Public, State of Ohio
My Commission Expires June 7, 1997

Interstate Commerce Commission
Washington, D.C. 20423

9/7/94

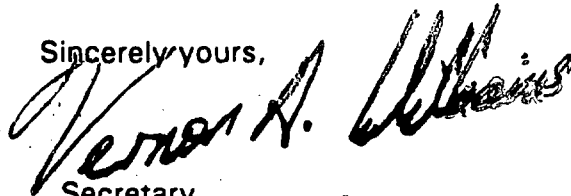
OFFICE OF THE SECRETARY

Julia R. Jones
The David J. Joseph Company
P. O. Box 1078
Cincinnati, Ohio 45201-1078

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 9/7/94 at 12:05PM, and assigned
recording number(s). 18129-B.

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18129-B

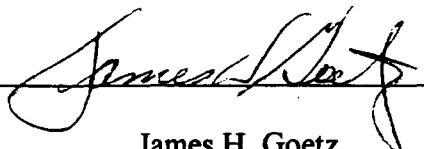
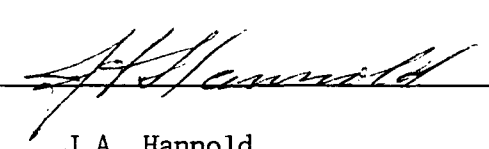
SEP 7 1994 -12 05 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AMENDMENT**

INTERSTATE COMMERCE COMMISSION

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT** ("Memorandum of Lease Amendment") made as of August 1, 1994, is intended to evidence the Amendment to Railroad Equipment Lease dated as of August 1, 1994 ("Amendment"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation (the "Lessor"), and ARKANSAS AND MISSOURI RAILROAD COMPANY, a Virginia corporation (the "Lessee"), amending that certain Railroad Equipment Lease (the "Lease") dated December 16, 1992 and that certain Amendment dated October 6, 1993, by and between Lessor and Lessee, for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to amend the Lease to reflect the reduction in the number of railcars subject to the Lease from fifty (50) to twenty-four (24), as more fully described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and the Amendments thereto.


IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment on the date indicated below its signature.

LESSOR:**THE DAVID J. JOSEPH COMPANY**By: 
Name: James H. GoetzTitle: Division Vice PresidentDate: August 1, 1994**LESSEE:****ARKANSAS AND MISSOURI RAILROAD CO.**By: 
Name: J.A. HannoldTitle: PresidentDate: August 3, 1994

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 1st day of August, 1994, by James H. Goetz, the Division Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the Company.

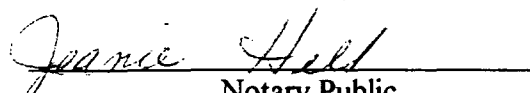


Notary Public
KATHY J. SHANER
Notary Public, State of Ohio
My Commission Expires June 7, 1997

STATE OF ARKANSAS)
)
COUNTY OF WASHINGTON)

SS:

The foregoing instrument was acknowledged before me this 3rd. day of August, 1994, by J.A. Hannold, the President of Arkansas and Missouri Railroad Company, a Virginia corporation, on behalf of the Company.



Notary Public

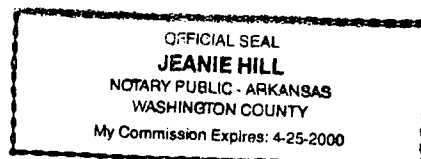


EXHIBIT A

Twenty-four (24), 100-ton, 65-foot gondola railcars rebuilt in 1992, bearing reporting marks as follows:

AM 800-823, INCLUSIVE